Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
JOE WHEELER MEMORIAL FDN C/O REGIONS BANK
1055000192

Number and street (or P O. box number if mail is not delivered to street address) | Room/suite
P O BOX 11647

City or town, state, and ZIP code
BIRMINGHAM, AL 35202-1647

A Employer identification number
63-0790958

B Telephone number (see page 10 of the instructions)
(205) 801-0380

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,746,233.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify) ______
(Part I, column (d) must be on cash basis.)

ENVELOPE POSTMARK DATE MAY 17 2010

SCANNED MAY 21 2010

RECEIVED MAY 18 2010 OGDEN, UT IRS-OSC

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ [ ] if the foundation is **not** required to attach Sch B.				
	3	Interest on savings and temporary cash investments	157.	157.		STMT 1
	4	Dividends and interest from securities	4,834.	4,834.		STMT 2
	5a	Gross rents	109,232.	109,232.	NONE	
	b	Net rental income or (loss) 87,619.				
	6a	Net gain or (loss) from sale of assets not on line 10	-5,345.			
	b	Gross sales price for all assets on line 6a 26,080.				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,163.			STMT 3
	12	**Total.** Add lines 1 through 11	110,041.	114,223.	NONE	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	10,665.	8,532.		2,133.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	2,353.	33.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 5	21,613.	21,613.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	34,631.	30,178.	NONE	2,133.
	25	Contributions, gifts, grants paid	92,700.			92,700.
	26	**Total expenses and disbursements** Add lines 24 and 25	127,331.	30,178.	NONE	94,833.
	27	Subtract line 26 from line 12.				
	a	**Excess of revenue over expenses and disbursements**	-17,290.			
	b	**Net investment income** (if negative, enter -0-)		84,045.		
	c	**Adjusted net income** (if negative, enter -0-)			NONE	

5
NE

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	30,880.	26,211.	26,211.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	85,609.	65,700.	69,961.
c	Investments - corporate bonds (attach schedule)	63,785.	71,420.	74,576.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ 618,666.			
	Less accumulated depreciation (attach schedule) ▶	618,666.	618,666.	1,575,485.
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	798,940.	781,997.	1,746,233.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	798,940.	781,997.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	798,940.	781,997.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	798,940.	781,997.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	798,940.
2	Enter amount from Part I, line 27a	2	-17,290.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	347.
4	Add lines 1, 2, and 3	4	781,997.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	781,997.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo , day, yr.)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -5,345.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . . **3**

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	110,470.	1,763,545.	0.06264087392
2007	52,881.	1,764,925.	0.02996217970
2006	36,229.	1,750,222.	0.02069965981
2005	73,874.	1,598,083.	0.04622663529
2004	230,369.	1,435,125.	0.16052190576

2	**Total** of line 1, column (d)	2	0.32005125448
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.06401025090
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,714,791.
5	Multiply line 4 by line 3	5	109,764.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	840.
7	Add lines 5 and 6	7	110,604.
8	Enter qualifying distributions from Part XII, line 4	8	94,833.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,681.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	1,681.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,681.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,163.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	1,163.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	518.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5	X	
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 7			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ REGIONS BANK Telephone no. ▶ (205)801-0380
Located at ▶ P O BOX 11647, BIRMINGHAM, AL ZIP + 4 ▶ 35202-1647

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		10,665.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 AMERICAN LUNG ASSOCIATION	
2 MARCH OF DIMES	
3 AMERICAN CANCER SOCIETY	
4 CRIPPLED CHILDRENS FOUNDATION	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	1,740,905.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,740,905.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,740,905.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	26,114.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,714,791.
6	**Minimum investment return.** Enter 5% of line 5	6	85,740.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	85,740.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,681.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,681.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	84,059.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	84,059.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	84,059.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	94,833.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	94,833.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	94,833.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				84,059.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07 ,20 ____ ,20 ____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 ...... 38,438.				
b From 2005 ...... NONE				
c From 2006 ...... NONE				
d From 2007 ...... NONE				
e From 2008 ...... 24,617.				
f **Total** of lines 3a through e	63,055.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 94,833.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				84,059.
e Remaining amount distributed out of corpus	10,774.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	73,829.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	38,438.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	35,391.			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... 24,617.				
e Excess from 2009 ... 10,774.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section [ ] 4942(j)(3) or [ ] 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 9				
Total . . . . ▶ **3a**				92,700.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	157.	
4 Dividends and interest from securities			14	4,834.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	109,232.	
8 Gain or (loss) from sales of assets other than inventory			18	-5,345.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b FEDERAL TAX REFUND			14	1,163.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				110,041.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 110,041.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
11	

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Julie S Chmka 05/10/2010 TRUST OFFICER

Signature of officer or trustee REGIONS BANK, TRUSTEE Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

JSA
9E1493 1 000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					17.	
		210.514 AMERICAN CENTURY LARGE CO VALUE- PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
802.00		867.00					-65.00	
		56.58 AMERICAN CENTURY LARGE CO VALUE-IS PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
245.00		233.00					12.00	
		193.309 AMERICAN CENTURY LARGE CO VALUE- PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
976.00		796.00					180.00	
		779.715 PIONEER BOND FUND CLASS Y FD #07 PROPERTY TYPE: SECURITIES				P	12/20/2006	07/20/2009
6,721.00		7,009.00					-288.00	
		6.571 PIONEER MID CAP VALUE FUND CLASS Y PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
107.00		94.00					13.00	
		19.547 PIONEER MID CAP VALUE FUND CLASS PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
369.00		280.00					89.00	
		25.571 PIONEER SMALL CAP VALUE FUND CLAS PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
362.00		361.00					1.00	
		12.986 PIONEER SMALL CAP VALUE FUND CLAS PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
221.00		183.00					38.00	
		15.347 PIONEER SMALL CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
258.00		260.00					-2.00	
		11.972 PIONEER SMALL CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
236.00		203.00					33.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10.568 PIONEER SMALL CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
236.00		179.00					57.00	
		13.312 PIONEER SELECT MID CAP GROWTH Y PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
164.00		128.00					36.00	
		28.835 PIONEER SELECT MID CAP GROWTH Y PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
419.00		278.00					141.00	
		257.905 PIONEER LARGE CAP GROWTH FUND CL PROPERTY TYPE: SECURITIES				P	09/27/2004	04/20/2009
2,218.00		3,622.00					-1,404.00	
		45.375 PIONEER LARGE CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	09/27/2004	07/20/2009
447.00		637.00					-190.00	
		49.957 PIONEER LARGE CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	09/27/2004	10/20/2009
549.00		702.00					-153.00	
		52.402 PIONEER GROWTH FUND Y PROPERTY TYPE: SECURITIES				P	12/29/2008	07/20/2009
801.00		677.00					124.00	
		30.947 PIONEER GROWTH FUND Y PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
530.00		400.00					130.00	
		16.122 PIONEER GROWTH OPPORTUNITIES FD C PROPERTY TYPE: SECURITIES				P	12/29/2008	10/20/2009
373.00		267.00					106.00	
		34.321 PIONEER CULLEN VALUE FUND CLASS Y PROPERTY TYPE: SECURITIES				P	07/20/2009	10/20/2009
567.00		501.00					66.00	
		125.794 PIONEER VALUE FUND CLASS Y FD #0 PROPERTY TYPE: SECURITIES				P	06/26/2002	04/20/2009
1,028.00		2,059.00					-1,031.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		528.679 PIONEER VALUE FUND CLASS Y FD #0 PROPERTY TYPE: SECURITIES				P	03/25/2008	07/20/2009
4,864.00		8,022.00					-3,158.00	
		47.207 PIONEER VALUE FUND CLASS Y FD #07 PROPERTY TYPE: SECURITIES				P	06/26/2008	10/20/2009
500.00		620.00					-120.00	
		59.73 RMK MID CAP GROWTH FUND PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
628.00		576.00					52.00	
		134.049 RMK GROWTH FD CL I PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
1,736.00		1,731.00					5.00	
		39.593 RMK VALUE FD CL I PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
433.00		464.00					-31.00	
		42.779 RMK MID CAP VALUE FUND PROPERTY TYPE: SECURITIES				P	12/29/2008	04/20/2009
273.00		276.00					-3.00	
TOTAL GAIN(LOSS)							-5,345.	

9E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOE WHEELER MEMORIAL FDN C/O REGIONS BANK	63-0790958

DESCRIPTION OF PROPERTY

100.00 % INTEREST IN LAWRENCE COUNTY

| | Yes | | No | Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		65,931.	
OTHER INCOME			
TOTAL GROSS INCOME			65,931.
OTHER EXPENSES:			
INSURANCE		275.	
TAXES		1,200.	
OTHER EXPENSES		9,454.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS. Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			10,929.
TOTAL RENT OR ROYALTY INCOME (LOSS)			55,002.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			55,002.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

QK9059 9155 05/10/2010 13:17:02 1055000192

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
==

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	9,454.

	9,454.
	==========

9E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOE WHEELER MEMORIAL FDN C/O REGIONS BANK	63-0790958

DESCRIPTION OF PROPERTY

100.00 % INTEREST IN LAWRENCE COUNTY

Yes | No | Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		29,596.	
OTHER INCOME			
TOTAL GROSS INCOME			29,596.
OTHER EXPENSES:			
INSURANCE		4,973.	
TAXES		457.	
OTHER EXPENSES		12.	
DEPRECIATION (SHOWN BELOW)			
LESS. Beneficiary's Portion			
AMORTIZATION			
LESS. Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			5,442.
TOTAL RENT OR ROYALTY INCOME (LOSS)			24,154.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			24,154.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus. %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	12.
	12.

9E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
JOE WHEELER MEMORIAL FDN C/O REGIONS BANK	63-0790958

DESCRIPTION OF PROPERTY

100.00 % INTEREST IN LAWRENCE COUNTY

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		13,705.	
OTHER INCOME			
TOTAL GROSS INCOME			13,705.
OTHER EXPENSES.			
INSURANCE		125.	
TAXES		361.	
OTHER EXPENSES		4,756.	
DEPRECIATION (SHOWN BELOW)			
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			5,242.
TOTAL RENT OR ROYALTY INCOME (LOSS)			8,463.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			8,463.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des.	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
======================================

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES	4,756.

	4,756.
	==========

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INTEREST	157.	157.
TOTAL	157.	157.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS		4,671.	4,671.
FOREIGN DIVIDENDS		163.	163.
	TOTAL	4,834.	4,834.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
FEDERAL TAX REFUND		1,163.
	TOTALS	1,163.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED EXCISE TAX	1,160.	
FOREIGN TAXES	33.	33.
'08 EXCISE TAX	1,160.	
TOTALS	2,353.	33.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
RENT AND ROYALTY EXPENSES	21,613.	
RENT & FARM EXPENSE		21,613.
TOTALS	21,613.	21,613.

1055000192 JOE WHEELER MEMORIAL FOUNDATION 63-0790958

ATTACHMENT TO FORM 990-PF FOR THE TAX YEAR ENDED 12/31/2009

PART II BALANCE SHEETS

ASSET SCHEDULE

CUSIP/ Description CASH	Units	Price	Tax Cost	Book Value	Market Value
025076779 AMERICAN CENTURY LARGE CO VALUE-IS	1,977.102000	5.060	8,145.66	8,145.66	10,004
693390700 PIMCO TOTAL RETURN INSTL FD #35	684.065000	10.800	7,214.84	7,214.84	7,388
723622403 PIONEER BOND FUND CLASS Y FD #0703	7,432.300000	9.040	64,205.11	64,205.11	67,188
723709507 PIONEER INTERNATIONAL VALUE FUND INTL VALUE FUND - Y	440.610000	19.080	12,178.86	12,178.86	8,407
72375Q405 PIONEER MID CAP VALUE FUND CLASS Y FD #0710	188 148000	18.820	2,693.53	2,693.53	3,541
72387T108 PIONEER SMALL CAP GROWTH FUND CLASS A FD #0044	159.711000	22.480	2,702.31	2,702.31	3,590
72387T793 PIONEER SELECT MID CAP GROWTH Y	244.585000	14.940	2,360.25	2,360 25	3,654
72387T801 PIONEER LARGE CAP GROWTH FUND CLASS Y	972.723000	11 360	12,597.76	12,597.76	11,050

FD #0748						
72387T868 PIONEER GROWTH FUND Y	625.954000	17.650	8,081.07	8,081.07	11,048
72387W762 PIONEER GROWTH OPPORTUNITIES FD CL Y #760	152 968000	23.390	2,532.07	2,532.07	3,578
72387X406 PIONEER CULLEN VALUE FUND CLASS Y FD #0765	604 456000	16 720	8,562.54	8,562.54	10,107
724010509 PIONEER VALUE FUND CLASS Y FD #0702	470.442000	10.590	5,846.47	5,846 47	4,982
999990146 REGIONS TRUST MONEY MARKET DEPOSIT ACCOUNT	26,210.630000	1.000	26,210 63	26,210.63	26,211
NR0562005 LAWRENCE COUNTY ALABAMA 759 5 ACRES CAPTAIN SWOOP PLACE AT WHEELER	1.000000	1,028,780.000	362,106 34	362,106 34	1,028,780
NR0563003 LAWRENCE COUNTY ALABAMA 333.72 ACRE FARM TRACT 6A	1.000000	386,750 000	159,610.38	159,610.38	386,750
NR0565008 LAWRENCE COUNTY ALABAMA 219 ACRES	1.000000	159,955.000	96,949.61	96,949.61	159,955
Total Portfolio			781,997.43	781,997.43	1,746,232

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ADJ FOR MUTUAL FUND POSTINGS		345.
ROUNDING		2.
	TOTAL	347.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
AL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
REGIONS BANK
ADDRESS:
P O BOX 11426
BRIMINGHAM, AL 35202
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 10,665.
COMPENSATION EXPLANATION:
TRUSTEE FEES

TOTAL COMPENSATION: 10,665.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
AMERICAN CANCER SOCIETY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CANCER RESEARCH
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 6,861.

RECIPIENT NAME:
AMERICAN LUNG ASSOCIATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 28,613.

RECIPIENT NAME:
CRIPPLED CHILDRENS FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
RESEARCH
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 28,613.

RECIPIENT NAME:
MARCH OF DIMES FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BIRTH DEFECTS RESEARCH
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 28,613.

TOTAL GRANTS PAID: 92,700.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
100.00 % INTEREST IN	65,931.		10,929.	55,002.
100.00 % INTEREST IN	29,596.		5,442.	24,154.
100.00 % INTEREST IN	13,705.		5,242.	8,463.
TOTALS	109,232.		21,613.	87,619.

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	17.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		17.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		17.00